ORIGINAL

U.S. DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
FILED
APR 28 2006
CLERK, U.S. DISTRICT COURT
By ______ Deputy

UNITED STATES DISTRICT COURT
NORTHERN DISTRICT OF TEXAS
DALLAS DIVISION

BARBARA I. SMITH,	§	
	§	
Plaintiff,	§	
	§	
v.	§	CIVIL ACTION NO. 3: 03-CV-1211-B
	§	ECF
JOHN D. CARREKER, JR., et al.,	§	
	§	
Defendants.	§	

ORDER AND FINAL JUDGMENT

This matter came on for hearing, as noticed on March 1, 2006, in the above-entitled Court for approval of the settlement of this Litigation. It appears that notice as previously approved and ordered by the Court was properly published in *Investors Business Daily* on March 13, 2006, and that such method was the most reasonable and practical means of giving notice, and that no further notice is required under Texas Business Corporation Act Article 5.14.

All capitalized terms in this Order shall have the meanings prescribed for them in the Stipulation of Settlement filed with the Court on April 10, 2006 (the "Stipulation").

Based upon the Stipulation and the exhibits thereto, and the related papers previously submitted to the Court, and the arguments and showings made to the Court at the hearing, and upon the entire record and files herein,

IT IS HEREBY ORDERED AND ADJUDGED that:

1. Barbara I. Smith is a proper derivative plaintiff and this action was properly brought as a shareholder's derivative action under Texas Business Corporation Act Article 5.14.

2. The terms of settlement of the Litigation, which are set out in the Stipulation, are fair,

reasonable and adequate to Carreker, the nominal defendant on behalf of which the Litigation was brought, and its stockholders.

3. Accordingly, this Court approves the settlement and orders the parties to consummate the settlement in accordance with its terms as set forth in the Stipulation.

4. The Litigation is dismissed on the merits with prejudice as against all defendants in full and final discharge of all claims contained in Representative Plaintiff's petition herein, with each side to bear its own costs and expenses, except as set forth in paragraphs 7 and 8 below.

5. Upon the Effective date of the Settlement, as set forth in the Stipulation, the Released Persons shall by virtue of this Judgment be released and discharged from any and all potential liability that arises from the Released Claims. For purposes of this Paragraph 5:

(a) "Released Persons" means each and all of the Defendants, each and all of the current and former officers and directors of Carreker, and each and all of their respective Related Persons.

(b) "Related Persons" means each of a Person's or Company's past or present partners, agents, insurers; co-insurers, re-insurers, any entity in which a Person or Company has a majority or greater ownership interest, attorneys, personal accountants, personal banks, advisors, personal or legal representatives, assigns, spouses, heirs, associates, any members of a Person's immediate family, or any trust of which that Person is the settlor or which is for the benefit of that Person and/or member(s) of that Person's family, parent entities, affiliates or subsidiaries, and each and all of their respective past, present or future officers, directors, accountants, auditors, heirs, executors, estates, administrators, predecessors, and successors.

(c) "Released Derivative Claims" shall mean and include any and all derivative claims, actions, causes of action, rights or liabilities, including but not limited to any derivative claims for negligence, gross negligence, professional negligence, breach of duty of care, breach of duty of loyalty, bad faith, fraud, misrepresentation, breach of fiduciary duty, insider trading, mismanagement, corporate waste, malpractice, breach of contract, negligent misrepresentation, violations of any state or federal statutes, rules or regulations, and any Unknown Claims that have been or that could have been asserted in this or any other forum or proceeding by Carreker, by Representative Plaintiff derivatively on Carreker's behalf, by or on behalf of any of Carreker Stockholders derivatively on Carreker's behalf, against any of the Released Persons arising out of any of the following:

(i) the facts, transactions, events, occurrences, acts, omissions or failures to act, of whatever kind or character whatsoever, irrespective of the state of mind of the actor performing or omitting to perform the same, alleged in the Complaint or any pleading, amended pleading, argument, complaint, amended complaint, brief, motion, report or filing in the Litigation, or in this Stipulation, or that might have been asserted by reason of, any of the conduct referred to in the Complaint;

(ii) any reports, disclosures or statements, or any failure to make a report, disclosure or statement, by Carreker or any Released Person relating to Carreker's financial results or the results of Carreker's business operations during the Relevant Period;

(iii) trading in Carreker securities by any of the Released Persons;

(iv) the defense of the Litigation.

"Released Derivative Claims" do not include claims that were or could have been asserted in *In re Carreker Corp. Securities Litigation*; Civil Action No. 3:03-CV-0250-B; In the United States District Court for the Northern District of Texas, Dallas Division.

6. All persons, firms, corporations or other entities, including Carreker and its

stockholders, and the beneficial owners of Carreker common stock, whether or not such persons appeared in the Litigation, are forever barred from prosecuting in any jurisdiction on behalf of Carreker against the Released Persons all Released Derivative Claims, as those terms are defined above.

7. Representative Plaintiff's Counsel are hereby awarded attorneys' fees and expenses in the amount of $300,000 in connection with the Litigation, which sum the Court finds to be fair and reasonable and which Carreker shall cause to be paid in accordance with the terms of the Stipulation.

8. Notwithstanding the foregoing, nothing in this Order shall be deemed or construed to negate, limit or otherwise impair the Individual Defendants' rights to indemnification from Carreker for fees, costs, damages or other expenses to which they would otherwise be entitled as a matter of law and to the extent provided by Carreker's articles of incorporation and by-laws, any existing agreements, any resolution of the Board of Directors of Carreker, or otherwise, providing for the indemnification of present and former officers and/or directors, including, without limitation, indemnification for any fees, costs, damages or other expenses that have been or in the future might be incurred in connection with or arising out of the Stipulation or this Order.

9. Jurisdiction is reserved over all matters related to the administration, consummation and enforcement of the terms of the Stipulation.

SO ORDERED.

SIGNED April 28th, 2006

JANE J. BOYLE
UNITED STATES DISTRICT JUDGE